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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
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**DEBTORS' RESPONSE TO THE MOTION OF THE WALT DISNEY COMPANY
FOR THE APPOINTMENT OF AN EXAMINER AND THE JOINDERS THERETO**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

The response of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors and as debtors in possession, (the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), to the motion of The Walt Disney Company ("Disney") for Appointment of an Examiner, dated October 20, 2008 (the "Motion"), and the joinders to the Motion by Bank of America, N.A. and the Harbinger Funds, respectfully represent:

**The Appointment of an Examiner Pursuant to
Section 1104(b) of the Bankruptcy Code Is Appropriate**

1. The Debtors support the appointment of an examiner in these chapter 11 cases. As described in more detail in the Debtors' opposition, dated January 5, 2009 [Docket

No. 2427] (the “Opposition”), to the motion, dated November 4, 2008, of the New York State Comptroller for the Appointment of a Trustee or, in the alternative, an Examiner with Expanded Powers, the Debtors suggest that the appointment of any examiner should be charged with the duties to investigate the matters set forth in paragraphs 31-34 of the Opposition and incorporate by reference such paragraphs in support of this response to the Motion and the joinders thereto.

WHEREFORE the Debtors respectfully request (i) an Examiner be appointed in accordance with section 1104(b) of the title 11 of the United States Code, (ii) the examiner be directed to discharge its duties as determined to be appropriate by the Court, and (iii) the Debtors be granted such other and further relief as is just.

Dated: January 8, 2009
New York, New York

/s/ Harvey R. Miller
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